Schneider Brett Raymond Form 4 November 13, 2018

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

OMB APPROVAL

January 31, 2005

0.5

burden hours per response...

Estimated average

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Schneider Brett Raymond

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(First) (Middle) (Last)

HEXCEL CORP /DE/ [HXL] 3. Date of Earliest Transaction

(Month/Day/Year)

(Check all applicable)

C/O HEXCEL

CORPORATION, 281 TRESSER BLVD., 16TH FLOOR

(State)

X_ Officer (give title 11/09/2018

below) President, Global Fibers

Director

Other (specify

10% Owner

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

STAMFORD, CT 06901

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if (Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if

Transactionof

5. Number 6. Date Exercisable and **Expiration Date**

7. Title and Amount of 8. Pri **Underlying Securities** Deriv

1

Edgar Filing: Schneider Brett Raymond - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	So A (A D of (I	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)		Secu (Inst
				Code V	,	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted StockUnits (1)	<u>(1)</u>	11/09/2018		A	0).72		(2)	(2)	Common Stock	0.72	\$
Restricted StockUnits (1)	<u>(1)</u>	11/09/2018		A	1	1.29		(2)	(2)	Common Stock	1.29	\$
Restricted StockUnits (1)	(1)	11/09/2018		A		1.7		(2)	(2)	Common Stock	1.7	\$

Reporting Owners

Reporting Owner Name / Address	Relationships							
topotting of the family family	Director	10% Owner	Officer	Other				
Schneider Brett Raymond C/O HEXCEL CORPORATION 281 TRESSER BLVD., 16TH FLOOR STAMFORD, CT 06901			President, Global Fibers					
Signatures								
/s/ Heather M. DeGregorio, as attorney-in-Schneider	fact for Brett		11/13/2018					

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

**Signature of Reporting Person

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Each restricted stock unit ("RSU") represents a conditional right to receive one share of common stock of the issuer. Dividend equivalents in the form of additional RSUs ("Additional RSUs") accrue with respect to RSUs (and any Additional RSUs previously accrued) when dividends are paid on shares of common stock of the issuer.

Date

- The RSUs and Additional RSUs vest in equal increments on the first three anniversaries of the date of grant and convert into an equivalent number of shares of common stock of the issuer. Upon vesting, all fractional shares underlying the vesting tranche of RSUs and Additional RSUs are cancelled.
- (3) On January 26, 2016, the reporting person received a grant of RSUs pursuant to the Hexcel Corporation 2013 Stock Incentive Plan (the "2013 Plan"). As previously reported, (i) as of the date the grantee became a reporting person, 591.82 RSUs and Additional RSUs from such grant remained unvested, (ii) on January 26, 2018, 296 RSUs and Additional RSUs vested, leaving 295.42 RSUs and Additional

Reporting Owners 2

Edgar Filing: Schneider Brett Raymond - Form 4

RSUs unvested and (iii) following January 26, 2018, the reporting person received aggregate dividend equivalents in the form of 1.73 Additional RSUs. On November 9, 2018, the reporting person received dividend equivalents in the form of 0.72 Additional RSUs, based on the \$61.89 market price per underlying share on the dividend payment date.

- On January 30, 2017, the reporting person received a grant pursuant to the 2013 Plan. As previously reported, (i) as of the date the grantee became a reporting person, 800.25 RSUs and Additional RSUs were unvested, (ii) on January 30, 2018, 267 RSUs and Additional RSUs
- (4) vested, leaving 532.51 RSUs and Additional RSUs unvested and (iii) following January 30, 2018, the reporting person received aggregate dividend equivalents in the form of 3.12 Additional RSUs. On November 9, 2018, the reporting person received dividend equivalents in the form of 1.29 Additional RSUs, based on the \$61.89 market price per underlying share on the dividend payment date.
- As previously reported, (i) on January 29, 2018, the reporting person was granted 702 RSUs pursuant to the 2013 Plan and (ii) following January 29, 2018, the reporting person received aggregate dividend equivalents in the form of 2.79 Additional RSUs. On November 9, 2018, the reporting person received dividend equivalents in the form of 1.70 Additional RSUs, based on the \$61.89 market price per underlying share on the dividend payment date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.